

ORIGINAL

LATHAM & WATKINS
Michael S. Lurey, CA State Bar No. 048223
Gregory O. Lunt, CA State Bar No. 173297
Shira Roth, CA State Bar No. 217463
633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007
Telephone: (213) 485-1234
Facsimile: (213) 891-8763

Proposed Counsel for
Debtors and Debtors-in-Possession

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SEP 27 2002

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY Deputy Clerk

FILED

OCT - 3 2002

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY Deputy Clerk

ENTERED

OCT - 4 2002

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY Deputy Clerk

RECEIVED

OCT - 1 2002

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY Deputy Clerk

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

RIVERSIDE DIVISION

In re

CONSOLIDATED FREIGHTWAYS
CORPORATION OF DELAWARE, et al.,

Debtors.

Fed. Tax I.D. No. 77-0425334

Case No.: RS-02-24284-MG

Chapter 11

(Jointly Administered)

Hearing

Date: September 4, 2002

Time: 11:00 a.m.

Place: 3420 12th Street

Riverside, CA 92501

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF POORMAN-
DOUGLAS CORPORATION AS NOTICING AND CLAIMS AGENT TO THE
DEBTORS AND DEBTORS-IN-POSSESSION AND AUTHORIZING POORMAN-
DOUGLAS CORPORATION TO SERVE CERTAIN NOTICES**

The Application for Order Authorizing the Retention and Employment of
Poorman-Douglas Corporation as Noticing and Claims Agent to the Debtors and Debtors-in-
Possession and Authorizing Poorman-Douglas Corporation To Serve Certain Notices (the
"Application") filed by Consolidated Freightways Corporation, Consolidated Freightways
Corporation of Delaware, Redwood Systems, Inc., Leland James Service Corporation, CF
Airfreight Corporation, and CF MovesU.com Incorporated, debtors and debtors-in-possession
herein (collectively, the "Debtors"), came on for hearing on September 4, 2002, at 11:00 a.m. in
the Courtroom of the undersigned United States Bankruptcy Judge. The Motion seeks entry of

1 an order approving the Debtors' retention and employment of Poorman-Douglas Corporation
2 ("PDC") as noticing and claims agent and authorizing PDC to serve certain notices in these
3 chapter 11 cases.

4 The Court, having considered the Application, the arguments and evidence
5 proffered at the hearing on the Application, and the record in these cases, and the Debtors having
6 advised the Court and the parties that the Debtors understand the procedures PDC will use with
7 respect to the maintenance of copies of proofs of claim as set forth in this Order are satisfactory
8 to the Clerk of the Court (the "Clerk"), and the Court finding that adequate notice of the
9 Application was given, and that there is good cause to grant the Application on the terms of this
10 Order, it is hereby

11 **ORDERED THAT** the Application is granted and the Debtors are authorized to
12 retain PDC as their noticing and claims agent on the terms set forth in the Application; and it is
13 further

14 **ORDERED THAT** PDC is authorized to prepare and serve the following notices:
15 and other documents in these chapter 11 cases, following Court approval thereof: (i) notice of th
16 commencement of these chapter 11 cases and the initial and any continued meetings of creditors
17 under section 341(a) of the Bankruptcy Code, (ii) notice of the bar date for the filing of proofs o
18 claim (once such a bar date is established) as well as the form of proofs of claim themselves, (iii
19 notice of any hearing on a disclosure statement (iv) notice of any hearing on the confirmation of
20 a plan of reorganization or liquidation and (vi) such other notices, documents and pleadings as
21 the Clerk or the Debtors shall request from time to time during the pendency of these chapter 11
22 cases; and it is further

23 **ORDERED THAT** PDC shall serve on the Office of the United States Trustee
24 (the "OUST"), counsel for the Official Committee of Unsecured Creditors (the "Committee"),
25 and the members of the Committee, copies of each invoice for compensation PDC submits to th
26 Debtors in accordance with the Application, and the Debtors shall be authorized to pay PDC in
27 accordance with such invoice unless the Committee or the OUST shall serve on the Debtors a
28 written objection to any such invoice within ten business (10) days following service of such

1 invoice; and it is further .

2 **ORDERED THAT** PDC shall establish and maintain a public area (the "Claims
3 Area") where the OUST, the Clerk, the Committee, creditors and other parties in interest may
4 view copies of all proofs of claim filed in any of the above-captioned jointly-administered
5 chapter 11 cases (the "Cases"), free of charge, and may obtain copies of any such claims, for a
6 fee as set forth in **Exhibit "A"** hereto, during regular business hours of 9:00 a.m. through 5:00
7 p.m. Monday through Friday, provided, that the Claims Area shall ~~initially~~ be located ~~at 900~~
8 ~~Wilshire Boulevard, Los Angeles, California 90010, but may be moved to another location~~
9 ~~within the Central District of California;~~ and provided, further, that the Debtors shall file with the
10 Court a notice of any change of the Claims Area and the new location, and serve a copy of any
11 such notice on the OUST, the Clerk, the Committee and the special notice list in the Cases; and i
12 is further

13 **ORDERED THAT** the PDC shall not have or assert any pre-petition creditor
14 claim against any of the Debtors or their estates; and it is further

15 **ORDERED THAT** the Clerk shall be entitled to inspect the Claims Area at any
16 time during regular business hours; and it is further

17 **ORDERED THAT** PDC shall audit the Proofs of Claim information periodically
18 to satisfy the Clerk that the claims information is being appropriately and accurately recorded in
19 the Court's claim register; and it is further

20 **ORDERED THAT** the Clerk shall be able to independently audit the Proof of
21 Claim information in the Claims Area at any time; and it is further

22 **ORDERED THAT** PDC shall establish and maintain a post office box for the
23 Clerk's convenience to receive the Proofs of Claim; and it is further

24 **ORDERED THAT** PDC shall facilitate distribution of Proof of Claim
25 identification labels and mailing materials for the Court's convenience; and it is further

26 **ORDERED THAT** the Debtors, at the expense of these estates, shall furnish an
27 employee to assist the office of the Clerk in the administration of the Cases as the Clerk deems
28 necessary, such employee shall be subject to the consent and approval of the Clerk and shall be

1 under the supervision and control of the Clerk but shall be paid directly by the Debtors; and it is
2 further

3 **ORDERED THAT** such employee of the estates shall be under the supervision
4 and control of the Clerk, but not an employee of the U.S. government; and it is further

5 **ORDERED THAT** such employee of the estates shall waive any rights to receive
6 compensation from the U.S. government in its capacity as an employee in the Cases; and it is
7 further

8 **ORDERED THAT** such employee of the estates shall not be a part or present
9 employee of the Debtors unless otherwise approved by the Clerk; and it is further

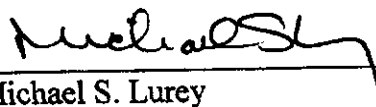
10 **ORDERED THAT** such employee of the estates may perform non-estate
11 functions as the Clerk of Court deems necessary in exchange for Clerk office employees
12 performing Court-related docketing functions for the estates..

13 Dated: ~~September 2, 2002~~

14 OCT 03 2002


Hon. Mitchel R. Goldberg
United States Bankruptcy Judge

15
16
17 Submitted by:
18 LATHAM & WATKINS
19 Michael S. Lurey
20 Gregory O. Lunt
21 Shira Roth

22 By 
23 Michael S. Lurey
24 Proposed Counsel for Debtors
25 and Debtors-in-Possession

26 Approved as to Form:
27 U.S. Trustee

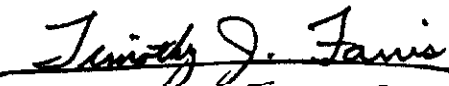
28 by: 
Timothy J. Farris, Esq.

Exhibit "A"

In re Consolidated Freightways Corporation of Delaware, et al, Debtors.

Price List to Copy or Fax Proofs of Claim

Cost per page to copy Proofs of Claim \$.12

Cost per page to fax Proofs of Claim \$1.00

PROOF OF SERVICE

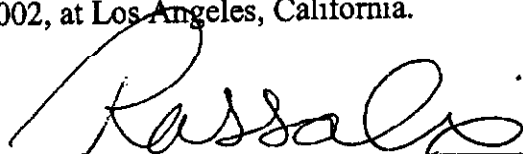
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 633 West Fifth Street, Suite 4000, Los Angeles, California 90071.

On September 27, 2002, I caused to be served by first class mail, postage prepaid, a copy of the proposed ORDER on the attached Service List.

I declare under penalty of perjury under the laws of the United States of America that I am employed in the office of a member of the Bar of this Court at whose direction the service was made and that the foregoing is true and correct.

Executed on September 27, 2002, at Los Angeles, California.


Rassa Ahmadi, Declarant

John P. Brincko
Consolidated Freightways Corporation
16400 S.E. CF Way
Vancouver, WA 98683

Steve Sokol
Consolidated Freightways Corporation
16400 S.E. CF Way
Vancouver, WA 98683

Michael S. Lurey
Latham & Watkins
633 West 5th Street, Suite 4000
Los Angeles, CA 90071

Anthony I. Iler
Irell & Manella
1800 Avenue of the Stars, Suite 900
Los Angeles, CA 90067-4276

Richard C. Josephson
Standard Insurance Center
900 SW Fifth Ave., Ste. 2300
Portland, OR 97204-1268

Barry Freeman
Jeffer, Mangels, Butler & Marmaro LI
1900 Avenue of the Stars, 7th Floor
Los Angeles, CA 90067

Alice Whitfield
Poorman-Douglas Corporation
Legal Services, Bankruptcy Div.
10300 S.W. Allen Boulevard
Beaverton, OR 97005

Greg Klein
Irell & Manella
1800 Avenue of the Stars, Suite 900
Los Angeles, CA 90067-4276

Sandra R. Sternberg
The Abernathy MacGregor Group Inc.
611 W. 6th Street, Suite 1880
Los Angeles, CA 90017-3127

John T. Mannato, Esq.
GE Capital TIP/MOD Space
426 West Lancaster Avenue
Devon, PA 19333

Craig Winslow
General Electric Capital Corporation
Asset Securitization Group
201 High Ridge Road
Stamford, CT 06927

Shaun M. Pettit
General Electric Capital Corporation
Asset Securitization Group
201 High Ridge Road
Stamford, CT 06927

Todd C. Meyers
Kilpatrick Stockton LLP
1100 Peachtree Street, Suite 2800
Atlanta, GA 30309-4530

Susan L. Poland
General Electric Capital Corporation
Legal Department
201 High Ridge Road
Stamford, CT 06927

Hillary P. Jordan
Kilpatrick Stockton LLP
1100 Peachtree Street, Suite 2800
Atlanta, GA 30309-4530

Frank E. Merideth, Jr.
Greenberg Traurig LLP
2450 Colorado Avenue, Suite 400E
Santa Monica, CA 90404

Timothy J. Farris
Office of US Trustee
3420 Twelfth Street, Suite 200
Riverside, CA 92591

Bruce S. Schildkraut
Office of US Trustee
725 S. Figueroa Street, 26th Floor
Los Angeles, California 90017

Glenn M. Reisman
Allied Worldwide/North American
Vanlines/Sirva
Two Corporate Drive, Suite 636
P.O. Box 861
Shelton, CT 06484-0861

Mark Bloom
Greenberg Traurig LLP
1221 Brickell Avenue,
Miami, FL 33131

Kathryn J. Halford
Wohlner Kaplon Phillips Young & C
15760 Ventura Blvd.
Encino, CA 91436

Neil G. Orleans
Goins, Underkofler, Crawford & Langdon,
L.L.P.
1202 Elm Street, Suite 4800
Dallas, TX 95270

Sandra Lavigna
Securities and Exchange Commission
5670 Wilshire Blvd., 11th Floor
Los Angeles, CA 90036

Chris Otorowski
Morrow & Otorowski
298 Winslow Way West
Cambridge Island, Washington 9811

Richard E. Braun Assistant Attorney
General
17 W. Main Street
P.O. Box 7857
Madison, WI 53707-7857

Freightliner LLC
c/o Kim Gage
Cooksey, Toolen, Gage, Duffy & woog
535 Anton Boulevard, Tenth Floor
Costa Mesa, CA 92626-1977

Joseph A. Eisenberg P.C
Jeffer, Mangels, Butler & Marmaro I
1900 Avenue of the Stars, Seventh F
Los Angeles, CA 9067-5010

Vincent M. DeBella
12 Steuben Park
Utica, New York 13501-2992

Todd C. Meyers
1100 Peachtree Street, Suite 2800
Atlanta, GA 30309-4530

Patrick A. Murphy
2049 Century Park East, Suite 2100
Los Angeles, CA 90067

William G. Marsden
175 East 400 South, Suite 900
Salt Lake City, Utah 84111

Glen M. Reisman
Counsel for General Electric Company
Two Corporate Drive, Suite 636
P.O. Box 861
Shelton, CT 06484-0861

Patrick E. Mears
Dickinson Wright PLLC
200 Ottawa Avenue, N.W.,
Suite 900
Grand Rapids, MI 49503-2423

Timothy Brink
Lord, Bissell & Brook
115 South La Salle Street, Suite 3100
Chicago, Illinois 60603

Robert K. Minkoff
Liquidity Solutions, Inc.
One University Plaza, Suite 518
Hackensack, NJ 07601

Mary Ann Kilgore
Union Pacific Railroad
1416 Dodge Street, Room 830
Omaha, Nebraska 68179

Craig A. Barbarosh
Pillsbury Winthrop LLP
650 Town Center Drive, Seventh Floor
Costa Mesa, California 92626-7122

Richard M. Neiter
Stutman, Treister & Glatt
3699 Wilshire Boulevard, Suite 900
Los Angeles, California 90010

Eric Scroggins
Chanin Capital Partners
11100 Santa Monica Blvd.,
Suite 830
Los Angeles, CA 90025

Richard Levin
Skadden, Arps, Slate, Meagher & Flom
LLP
300 South Grand Avenue, Suite 3400
Los Angeles, CA 90071

Peter Clapp
Skadden, Arps, Slate, Meagher & Flom
LLP
300 South Grand Avenue, Suite 3400
Los Angeles, CA 90071

Susan Pong
Skadden, Arps, Slate, Meagher & Flom
LLP
300 South Grand Avenue, Suite 3400
Los Angeles, CA 90071

Jason S. DelMonico
Riemer & Braunstein LLP
Three Center Plaza
Boston, Massachusetts 02108

Steven T. Greene
Riemer & Braunstein LLP
Three Center Plaza
Boston, Massachusetts 02108

Robert W. Bollar
Southern Counties Oil Co.
1800 W. Katella Avenue, Suite 400
P.O. Box 4159
Orange, CA 92863-4159

William H. Kiekhofer, III
Mayer, Brown, Rowe & Maw
350 South Grand Ave., 25th Floor
Los Angeles, CA 9071-1503

Yale K. Kim
Mayer, Brown, Rowe & Maw
350 South Grand Ave., 25th Floor
Los Angeles, CA 9071-1503

Russel J. Reid
Davies Roberts & Fried L.L.P.
101 Elliot Avenue West, Suite 550
Seattle, WA 98119

Gregory G. Hesse
Jenkins & Gilchrist
1445 Ross Avenue, Suite 3200
Dallas, TX 75202

Thomas McFall
Law Office of Thomas McFall
7788 Dacon Road
Whittier, CA 90602

Lazaro E. Fernandez
Law Office of Lazaro E. Fernandez, I
3403 Tenth Street, Suite 714
Riverside, CA 92501

Kevin A. Palmer
Law Office of Butera, Beausang, Cohen &
Brennan
630 Freedom Business Center, Suite 212
King of Prussia, PA 19406

James E. Till
Perkins Coie LLP
1211 S.W. Fifth Ave., Suite 1500
Portland, OR 97204

Catherine M. Campbell
Feinberg, Campbell & Zack P.C.
177 Milk Street, Suite 300
Boston, MA, OR 02109

Paul G. Summers
Office of the Attorney General Bankruptcy
Division
P.O. Box 20207
Nashville, TN 37202-0207

Lori Robertson
Linebarger Goggan Blair Pena &
Sampson, LLP
1949 South IH 35 (78741)
P.O. Box 17428
Austin, TX 78760-7428

Richard D. Anderson
Briggs and Morgan
2400 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402

Stephen J. Petkoff
13526 Saddle Hill Drive
Little Rock, Arkansas 72212

Carter L. Stout
M. Denise Dutton
Lamberth, Cifelli, Stokes, & Stout P.A.
3343 Peachtree Road,
Atlanta, Georgia 30326

Richard M. Goldberg
Shapiro Sher Guinot & Sandler
36 South Charles Street, 20th Floor
Baltimore, MD 21201-3147

Heather A. Klink
Shapiro Sher Guinot & Sandler
36 South Charles Street, 20th Floor
Baltimore, MD 21201-3147

CNF
Mark Thickpenny, Treasurer
3240 Hillview Avenue
Palo Alto, CA 94304

Bank One Trust Company, N.A.
c/o Eamon Fahey
Acc't Executive
1111 Polaris Parkway, Suite 1K
Columbus, OH 43240

New York States Teamsters Conference
Pension & Retirement Fund and New York
States Teamsters Council Hospital Fund
c/o David E. Menter, Executive Three
Northern Concourse
Syracuse, NY 13212

Pension Benefit Guaranty Corp.
Corporate Finance & Negotiations Dept.
Martha Delaney-Hotz
1200 K Street N.W., Suite 270
1200 K Street N.W.
Washington, DC 20005

Virgil Yanta
Yanta & Mata
16010 University Oak, Suite 104
San Antonio, TX 78249

Patricia Dewey
c/o Christopher Otorowski
Morrow & Otorowski, LLP
298 Winslow Way West
Bainbridge Island, WA 98110

Tim Brink
Lord, Bissell, & Brook
115 South LaSalle Street
Chicago, IL 60602

Jeffery Bernstein, ESQ.
Three Gateway Center
100 Mulberry Street
Newark, NJ 07102

Reed S. Waddell
Pillsbury Winthrop LLP
725 South Figueroa Street, Suite 2800
Los Angeles, CA 90017-5406

Richard Levin, Esq.
Skadden, Arps, Slate, Meagher & Flom
300 S. Grand Avenue, #3400
Los Angeles, CA 90071

Reed S. Waddell, Esq.
Pillsbury Winthrop LLP
725 S. Figueroa Street
Suite 2800
Los Angeles, CA 90017

Peter Paravati
Vincent M. DeBella
Paravati, Karl, Green & DeBella
12 Steuben Park
Utica, NY 13501-2992

Pension Benefit Guaranty Corp.
Craig A. Barbarosh, Esq.
Pillsbury Winthrop
650 Town Center Drive, 7th Floor
Costa Mesa, CA 92626-7122

Matson Navigation Company
Carey L. DeMers
Manager, Credit & Collections
4605 E. Elwood St., Suite 500
Phoenix, AZ 85040

Linda Blank
Law Offices of Linda Blank
1925 Century Park E., #1150
Los Angeles, CA 90067

Charles Pergue (CP 5619)
Attorneys for Claimants
1501 Broadway, Suite 800
New York, NY 10036

Etta R. Williams
Attorney For South Carolina Department
of Health and Environmental Control
2600 Bull Street
Columbia, SC 29201-1708

Kim Mingo
CONSOLIDATED FREIGHTWAYS
CORPORATION
16400 S.E. CF Way
Vancouver, WA 98683

Fred Perillo, Esq.
Previant, Goldberg, Uelmen, Gratz, Mi
& Brueggeman, S.P.C.
1555 North River Center Drive, #202
P.O. Box 12993
Milwaukee, WI 53212

Thomas C. Nyhan
General Counsel
Robert Coco
9377 West Higgins Road
Rosemont, IL 60018

Bank One Investment Advisors
c/o John Blakeley
Senior Municipal Analyst
1111 Polaris Parkway, Suite B2
Columbus, OH 43240

Debbie Stephens
c/o R. Glen Ayers
Langley & Banack Incorporated
Trinity Plaza II
745 E. Mulberry, 9th Floor
San Antonio, TX 78212-3166

Richard M. Neiter, Esq.
Gary E. Klausner, Esq.
Stutman, Treister & Glatt Professional
Corp.
3699 Wilshire Blvd., #900
Los Angeles, CA 90010

Waste Management
Pamela Mac (Patrick Feehan)
Controller, Waste Management Nat'l
720 E. Butterfield Road
Lombard, IL 60148

Matthew Taylor
Myers, Taylor, & Siegel
675 W. Foothill Blvd.
Claremont, CA 91711

Gary W. Dyer
Trustee
3420 Twelfth Street.
Suite 200
Riverside, CA 92501

<p>In re</p> <p>CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE, a Delaware corporation, et al.,</p> <p>Debtor.</p> <p>Fed. Tax I.D. No. 94-1444797</p>	<p>Case No. RS 02-24284- MG</p> <p>Chapter 111</p> <p>(Jointly administered with the following cases: 02-24287; 02-24289; 02-24293; 02-24294; and 02-24295)</p>
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NOTICE OF ENTRY OF JUDGMENT OR ORDER AND CERTIFICATE OF MAILING

TO ALL PARTIES IN INTEREST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021, that a judgment or order entitled "ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF POORMAN-DOUGLAS CORPORATION AS NOTICING AND CLAIMS AGENT TO THE DEBTORS AND DEBTORS-IN-POSSESSION AND AUTHORIZING POORMAN-DOUGLAS CORPORATION TO SERVE CERTAIN NOTICES," was entered on OCT -4 2002, 2002.

2. I hereby certify that I mailed a copy of this Notice of Entry and a true copy of the order or judgment to the noticing agent for service to the persons and entities on the attached service list on OCT -4 2002, 2002.

Dated: OCT -4 2002, 2002

JON D. CERETTO
Clerk of the Bankruptcy Court

By: 
Deputy Clerk

Limited Notice Service List

John P. Brincko
Consolidated Freightways Corporation
16400 S. E. CF Way
Vancouver, WA 98683
Fax: 360.448.4301
Email: brincko.john@cfwy.com

Michael S. Lurey
Latham & Watkins
633 West Fifth Avenue
Los Angeles, CA 90071
Fax: 213.891.8763
Michael.Lurey@lw.com

Alice Whitfield
Poorman-Douglas Corporation
Legal Services, Bankruptcy Division
10300 S. W. Allen Boulevard
Beaverton, OR 97005
Fax: 503.350.5320
Email: alice.whitfield@poorman-douglas.com

Timothy J. Farris
Office of US Trustee
Senior Staff Attorney
3420 Twelfth Street, Suite 200
Riverside, CA 92591
Fax: 909.276.6973
Email: Timothy.Farris@usdoj.gov

Bruce S. Schildkraut
Office of the US Trustee
Senior Trial Attorney
725 S. Figueroa Street, 26th Floor
Los Angeles, CA 90017
Fax: 213.894.2603
Email: Bruce.Schildkraut@usdoj.gov

Richard M. Neiter
Stutman, Treister & Glatt
3699 Wilshire Boulevard, Suite 900
Los Angeles, CA 90010
Email: RNeiter@Stutman.com
Fax: 213.251.5288